AR39

MANITOU-BARVUE MINES LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting of the shareholders of MANITOU-BARVUE MINES LIMITED (the "Company") will be held at Suite 510, 25 Adelaide Street West, Toronto, Ontario, on Friday, June 27, 1969 at the hour of 11:00 o'clock in the forenoon (Toronto time) for the following purposes:

1. To receive the financial statements of the Company for the year ended December 31, 1968, together with the report of the auditors thereon;
2. To elect directors;
3. To appoint auditors; and
4. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

DATED the 9th day of June, 1969.

By Order of the Board,

G. D. PATTISON,
Secretary-Treasurer.

NOTE:
If you are unable to be present personally at the meeting, you are requested to complete and sign the accompanying form of proxy and return the same in the envelope provided for that purpose.

MANITOU-BARVUE MINES LIMITED

INFORMATION CIRCULAR

MANAGEMENT SOLICITATION

This Information Circular is furnished in connection with the solicitation of proxies by the management of MANITOU-BARVUE MINES LIMITED (the "Company") for use at the annual meeting of the shareholders of the Company to be held on Friday, June 27, 1969, at the hour of 11:00 o'clock in the forenoon (Toronto time) at Suite 510, 25 Adelaide Street West, Toronto, Ontario, for the purposes set out in the foregoing notice of meeting. The cost of solicitation will be borne by the Company.

The form of proxy forwarded to shareholders with the notice of the meeting confers discretionary authority upon the proxy nominees with respect to amendments or variations of matters identified in the notice of meeting or other matters which may properly come before the meeting.

Proxies given by shareholders for use at the meeting may be revoked at any time prior to their use.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company consists of 8,500,000 shares with a par value of $1 each, of which 3,276,537 shares are issued and outstanding as fully paid and non-assessable. Holders of outstanding shares of record at the time of the annual meeting will be entitled to one vote per share at such meeting.

To the knowledge of the directors and senior officers of the Company, Quebec Manitou Mines Limited beneficially owns 423,852 shares of the Company, being 12.9% of the outstanding shares of the Company.

Name and office held	Present and principal occupation	Year first became a director	Shares of the Company beneficially owned, directly or indirectly, as of June 9, 1969
J. E. Copeland President and Director	President, J. E. Copeland Company Limited, General Contractors	1967	1
J. I. Cummings[1] Director	President, Quebec Manitou Mines Limited	1955	376
R. L. Ehrman Director	Attorney, Vice-President, T. W. Phillips Gas and Oil Company and President, Pennsylvania Investment & Real Estate Corp.	1967	1
T. L. Mansfield Vice-President and Director	Executive	1967	1
G. D. Pattison Secretary-Treasurer and Director	Vice - President, Administration, International Mogul Mines Limited	1961	1

Name and office held	Present and principal occupation	Year first became a director	Shares of the Company beneficially owned, directly or indirectly, as of June 9, 1969
A. J. Thomas Director	Accountant, Secretary-Treasurer, Quebec Manitou Mines Limited	1967	1
J. J. Urie, Q.C. Director	Solicitor, Partner of Burke-Robertson, Urie, Butler, Weller & Chadwick	1967	1

(1) NOTE:
Mr. J. I. Cummings became a director of Golden Manitou Mines Limited, a predecessor company, in the year 1942.

Each of the above persons is proposed to be elected as a director of the Company to serve until the next annual meeting of shareholders or until his successor is elected or appointed. **It is intended that the shares represented by proxies solicited by Management will be voted in favour of the election of such persons as directors of the Company.**

REMUNERATION OF MANAGEMENT AND OTHERS

During the financial year ended December 31, 1968 the aggregate direct remuneration paid or payable by the Company to the directors and senior officers of the Company (as defined by the Corporations Act) was $77,575. The Company has no subsidiaries.

APPOINTMENT OF AUDITORS

Management of the Company proposes to nominate Messrs. Thorne, Gunn, Helliwell & Christenson, the present auditors, as auditors of the Company to hold office until the next annual meeting of shareholders. **It is intended that the shares represented by proxies solicited by Management will be voted in favour of the appointment of Messrs. Thorne, Gunn, Helliwell & Christenson as auditors of the Company.**

June 9, 1969.

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